

# 2022 Highlights From Our Asia Practice

## 2022 亚洲业务实例精选

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In 2021, as the world navigated the second full year of the pandemic, we remained connected with one another through it all. Loeb & Loeb's Hong Kong and Beijing lawyers continued to represent clients in a wide range of areas, including capital markets, corporate, commercial finance, intellectual property (IP), and litigation and dispute resolution. In April, we welcomed Lynia Lau to our Hong Kong office. An established lawyer in the energy, natural resources and infrastructure sectors, Lynia has over 30 years of experience in cross-border M&A transactions and project development-, project finance- and government regulatory-related matters.

With a resident—and growing—team of lawyers in Asia and a deep bench of multicultural and multilingual professionals firmwide who are focused on serving clients with interests in the Asia-Pacific region, we continue to offer local knowledge and international resources to bridge East and West.

## Capital Markets

Advised Hong Kong-listed **Xtep International Holdings Ltd.** (SEHK: 01368.HK) and its wholly owned subsidiary, **Xtep Global Investment Ltd.**, in the issuing of HK\$500 million convertible bonds by Xtep International to GSUM IV Holdings Ltd. and US\$65 million perpetual convertible bonds by Xtep Global to GSUM VII Holdings Ltd. GSUM IV Holdings Ltd. and GSUM VII Holdings Ltd. are both



2021全球度過了第二個疫情年，而我們始終依然保持相互連結。樂博香港和北京辦公室的律師繼續代理客戶處理各類領域的事務，包括資本市場、公司業務、商業金融、智慧財產權以及訴訟和爭議解決。4月份，我們的香港辦公室迎來了劉曉冰律師。作為一名在能源、自然資源和基礎設施領域建樹卓越的律師，她在跨境並購交易以及與專案發展、項目融資和政府監管相關的事務方面擁有逾30年經驗。

我們亞洲分部常駐並不斷壯大的律師團隊以及全所多文化背景、多語言能力的資深專業人員專注服務於在亞太地區持有利益的客戶，因而樂博持續以本地知識和全球資源的整合實力為客戶搭建東西方之間的橋樑。

## 資本市場

代理香港上市公司**特步國際控股有限公司**(SEHK: 01368.HK)及其全資子公司**特步全球投資有限公司**處理特步國際向GSUM IV Holdings Ltd.發行5億港元可轉換債券以及特步全球向GSUM VII Holdings Ltd.發行6500萬美元永續可轉換債券的交易。GSUM IV Holdings Ltd.和GSUM VII Holdings Ltd.均為由一眾投資專業人員和運營

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exempted companies managed by Hillhouse Capital Management, a global firm of investment professionals and operating executives. Xtep International is a leading multibrand sportswear company and is principally engaged in the design, development, manufacturing, sales, marketing and brand management of sportswear, including footwear, apparel and accessories.

Represented **Inception Growth Acquisition Ltd.**, a special purpose acquisition company (SPAC), in a US\$90 million SPAC initial public offering (IPO) on Nasdaq.

Represented **Maxicity Holdings Ltd.** in its transfer of listing from the Global Exchange Market to the Main Board of the Stock Exchange of Hong Kong (SEHK: 2295.HK). Maxicity is a slope works contractor in Hong Kong.

Represented **HHG Capital Corp.**, a SPAC, in a US\$57.5 million IPO on Nasdaq.

Represented **Ace Global**, a SPAC, in its US\$40 million IPO on Nasdaq.

Represented **Nova Vision Acquisition**, a US\$50 million SPAC targeting businesses in Asia, in its IPO on Nasdaq.

Represented **Shinhan Investment Asia Ltd.** as lead arranger in connection with the EUR€100 million floating rate green notes due 2026 issued by Hanwha Solutions Corp., Korea's leading solar photovoltaic manufacturer, and guaranteed by Shinhan Bank. Hanwha Solutions is using the net proceeds from the issue of the green notes for the financing and refinancing of new and existing projects in the eligible green projects in accordance with its Green Financing Framework.

Represented a group of **Korean investment banks** in connection with the US\$200 million multitranche guaranteed floating rate notes issued by Hyundai Heavy Industries Co., Ltd., the world's largest shipbuilding company.

## Corporate

Represented **CSM Media Research Co. Ltd.** in negotiating agreements with television broadcasters and advertisers to conduct TV audience measurements in Hong Kong. CSM Media Research is a joint venture formed by various established media and broadcasting companies, including CVSC-TNS Research, Mango Media Communication Co., China International Television Corp. and CNR Media Development Corp., that specializes in television ratings survey research.

高管組成的全球化投資公司高瓴資本旗下管理的豁免公司。特步國際是一家領先的多品牌運動鞋企業，主營鞋服和配飾等運動鞋產品的設計、開發、製造、銷售、行銷和品牌形象管理。

代理特殊目的收購公司(SPAC) **Inception Growth Acquisition Ltd.** 處理其9000萬美元納斯達克SPAC首次公開募股(IPO)的交易。

代理**豐城控股有限公司(Maxicity Holdings Ltd.)**(SEHK: 2295.HK) 處理其由聯交所創業板轉至主機板上市的交易。豐城是香港一家斜坡工程承建商。

代理特殊目的收購公司**HHG Capital Corp.**處理其5750萬美元的納斯達克IPO交易。

代理特殊目的收購公司**Ace Global**處理其4000萬美元的納斯達克IPO交易。

代理目標鎖定亞洲業務的5000萬美元特殊目的收購公司**Nova Vision Acquisition**處理其納斯達克IPO交易。

代理**新韓投資亞洲有限公司(Shinhan Investment Asia Ltd.)**，就其在由韓國領先太陽能光伏系統製造商韓華思路信株式會社(Hanwha Solutions Corp.)發行、並由新韓銀行(Shinhan Bank)擔保的2026年到期的1億歐元浮動利率綠色票據的交易中擔任牽頭安排行提供相關服務。韓華思路信根據《綠色融資框架》將發行該綠色票據所得淨收益用於適格綠色項目中的新項目和已有項目的融資及再融資。

代理一個**韓國投行銀團**處理全球最大造船企業現代重工有限公司發行2億美元多輪有擔保浮動利率票據的交易的相關事務。

## 公司業務

代理**中國廣視索福瑞媒介研究有限公司**，就其為在香港實施電視受眾資料調查而與電視臺和廣告商訂立的一些協議提供談判相關服務。CSM是由多家成熟的媒體及廣播公司(包括央視市場研究股份有限公司、芒果傳媒有限公司、中國國際電視總公司和央廣傳媒發展總公司)共同組建的一個專營電視收視率調查研究的合資企業。

Represented **CYC Motor Holding Ltd.**, an electric bike company, with a high-level review of transaction documents and advising on the company's employee stock ownership plan (ESOP) and Series B financing.

Advised **Apoidea Group**, an artificial intelligence (AI) fintech company that leverages novel techniques in deep learning and natural language processing to extract insights within and among financial texts, in reviewing and advising with regard to the company's Shareholders Agreement.

Represented **Chargedot Shanghai New Energy Technology Co. Ltd.** in its acquisition by technology company ABB. Chargedot supplies AC and DC charging stations, as well as the necessary software platforms, to a range of customers that includes electric vehicle (EV) manufacturers, EV charging network operators and real estate developers.

Represented **Fitch Ventures** in its investment in Diginex, a technology company. Fitch Ventures is the equity investment arm of Fitch Group, a global leader in financial information services with operations in more than 30 countries.

Represented **China CITIC Bank Corp. Ltd.** in connection with various lending transactions.

Represented **Morgan Stanley** in connection with various lending transactions involving Asian borrowers.

Advised **CLPS Inc.**, a Nasdaq-listed company, on a direct placement of its equity securities and registration of stock warrant for a total value of US\$32 million.

Represented **NongHyup Bank**, a specialized bank in Korea, in connection with obtaining a full banking license from the Hong Kong Monetary Authority and establishing a branch in Hong Kong. The banking license was granted by the authority in April 2021 and NongHyup Bank Hong Kong Branch commenced business in November.

Advised on long-term liquefied natural gas (LNG) sales and purchase agreements between **S&T International Natural Gas Trading Co. Ltd.** and **QatarEnergy**, whereby QatarEnergy's LNG-producing affiliate, Qatar Liquefied Gas Co. Ltd., will supply 1 million tons per annum to China for 15 years starting in late 2022. The total transaction value was approximately US\$15 billion.

Represented **Avalon Global Holdings Ltd.** in connection with its Series A financing, a joint venture and licensing agreement, and general corporate and regulatory filings and various patent filings in Hong Kong and the United States, including compositions for enhancing the immunogenicity of vaccines, face masks, a robotic disinfection system and an antimicrobial treatment of textiles.

代理電動自行車企業**CYC Motor Holding Ltd.**，就其交易文件提供高級別審閱服務，並就該公司的員工持股計畫(ESOP)及B輪融資提供建議。

向人工智慧金融科技企業**Apoidea Group**提供有關其《股東協議》的審閱及建議服務。該公司利用深度學習和自然語言處理的新技術抽取各類金融資訊文本的洞見及資料。

代理**上海聯樁新能源技術股份有限公司(Chargedot Shanghai New Energy Technology Co. Ltd.)**處理其被科技企業ABB收購的交易。聯樁為電動汽車製造商、電動汽車充電網路運營商和房地產開發商等一系列客戶提供交流(AC)和直流(DC)充電站及必備軟體平臺。

代理**Fitch Ventures**處理其投資一家科技企業Diginex的交易。Fitch Ventures是在30多個國家擁有運營機構的全球領先的金融資訊服務提供者惠譽集團旗下的股權投資公司。

代理**中信銀行股份有限公司**處理其若干借貸交易。

代理**摩根士丹利**處理其若干涉及亞洲借款人的借貸交易。

向納斯達克上市公司**華欽科技(CLPS Inc.)**就其總計價值3200萬美元的股權證券直接配售和股票權證註冊提供顧問服務。

代理韓國一家專業銀行**農協銀行(NongHyup Bank)**處理其向香港金融管理局申請取得全銀行業務牌照以及在香港設立一家分行的相關事務。香港金融管理局於2021年4月向農協銀行發放全銀行業務牌照，並且，該行香港分行於11月開業。

向**新港國際天然氣貿易有限公司(S&T International Natural Gas Trading Co. Ltd.)**和**卡塔爾能源(QatarEnergy)**就其長期液化天然氣購銷協議提供顧問服務，根據這些協議，卡塔爾能源的液化天然氣生產附屬企業卡塔爾液化天然氣有限公司(Qatar Liquefied Gas Co. Ltd.)將在2022年下半年開始的15年內每年向中國提供1百萬噸液化天然氣，總交易價值約為150億美元。

代理**鎧耀全球控股有限公司(Avalon Global Holdings Ltd.)**，處理其A輪融資交易、一項合資及授權合約、常規的公司和監管報備事務及其在香港和美國各類專利提交工作，涉及產品包括用於增強疫苗免疫原性的組合物、口罩、一種機器人消毒系統及一種織物抗菌處理技術。

Represented **Avalon SteriTech Ltd.** in connection with its Series A financing and a joint venture with SoftBank Robotics and MTR.

Advised **Athenex Therapeutics Ltd.**, a global biopharmaceutical company dedicated to the discovery, development and commercialization of novel therapies for the treatment of cancer, with regard to its ESOP in Hong Kong and a consulting agreement. Loeb also advised the client and its subsidiaries on a number of commercial and patent-related transactions, including drafting and negotiating licensing agreements and collaboration agreements.

Represented a major multinational **delivery service and logistics company** that provides domestic and international express delivery in its acquisition of an aircraft ground service and logistics company based in Hong Kong.

Advised a **robot solutions provider** in Hong Kong and China in connection with its joint venture and share subscription.

Represented a **private equity fund** in its tender offer for a public real estate investment trust in Japan.

Represented an **Australian company** in its proposed acquisition of a gold mining company in Africa.

## Intellectual Property

Advised **DeepTranslate Ltd.**, one of the industry's leading AI translation engines when it comes to English and Chinese financial domains, on its U.S. patent protection strategies.

Represented **Emerging Viral Diagnostics Ltd.**, a biomedical company striving to develop and deliver new and first-in-class biomedical technologies, with respect to various patent filings for the company's point-of-care diagnostic device and related technologies. Loeb also advised the client in connection with its Series A financing.

Represented **Zhejiang Chic Robot Technology Co. Ltd.** in patent infringement litigation before U.S. federal district and appellate courts against a number of defendants, leading to a preliminary injunction, a court sanction and settlement payments to the client by the defendants. The Loeb team's enforcement actions on behalf of the client also led to the defendants' funds being frozen by e-commerce platforms and a court ruling of substantial lawyers' fees of the plaintiff to be paid by the defendants.

Provided IP due diligence services to **Hong Kong Science and Technology Parks Corp.** (HKSTP) for the Leading Enterprises Acceleration Program (also known as LEAP@

代理**鎧耀環境衛生物科技有限公司(Avalon SteriTech Ltd.)**處理其A輪融資交易及與軟銀機器人(SoftBank Robotics)和港鐵設立合資企業的事宜。

向**慧源醫療有限公司(Athenex Therapeutics Ltd.)**就其香港地區員工持股計畫及一項諮詢協議提供顧問服務。慧源醫療是一家致力於癌症新療法的發現、開發和商業化的全球化生物製藥企業。樂博也向該客戶及其子公司就若干商業交易和專利相關交易提供顧問服務，包括授權合約及合作協議的起草和談判工作。

代理一家提供國內及國際快遞服務的大型**快遞和物流服務跨國企業**，處理其收購香港一家機場地面服務及物流企業的交易。

向運營地位於香港和中國的一家**機器人解決方案提供商**就其合資及股份認購事務提供顧問服務。

代理一家**私募股權基金**處理其對日本一家公共房地產投資信託機構的要約收購交易。

代理一家**澳大利亞公司**處理其對非洲一家金礦企業的擬議收購。

## 智慧財產權

向英文和中文金融內容領域的業界領先人工智慧翻譯引擎公司之一譯谷有限公司(**DeepTranslate Ltd.**)就其美國專利保護戰略提供顧問服務。

代理致力於開發和提供新型的一流生物醫藥技術的生物醫藥企業新發病毒診斷有限公司(**Emerging Viral Diagnostics Ltd.**)，處理有關其床邊/即時測試(POC)診斷設備和相關技術的各類專利提交的事務。樂博也向客戶就其A輪融資提供了顧問服務。

代理**浙江騎客機器人科技有限公司**處理針對若干被告方提起的美國聯邦地區和上訴法院專利侵權訴訟案，法院判決初步禁令、法院制裁令及由被告方向該客戶支付和解款。樂博團隊代表客戶的執行措施也導致電子商務平臺將被告方資金凍結並引發法院裁決被告方支付原告方實質部分的律師費。

向**香港科學園公司(Hong Kong Science and Technology Parks Corporation)**(HKSTP)就「領先企業扶持計畫」(Leading Enterprises Acceleration

HK), which helps accelerate the business growth of its candidates. Loeb advised HKSTP on matters including subsistence, ownership and validity of patents; infringement risk of the company's products and technologies; and strategies to strengthen the IP protection of its core products and technologies.

Represented **Chain Technology Development Co. Ltd.**, a research and development-based startup that offers a comprehensive suite of smart city solutions, in connection with the preparation and filing of patent applications.

Advised **Avant Meats Co. Ltd.**, a startup that focuses on the research and development of cell-based agriculture and strives to bring down the production costs of cell-based meat, on the IP aspects of its pre-seed financing transaction and patent applications. Loeb also advised the client on overall patent filings and prosecution strategies and filed a number of U.S. provisional patents with respect to a key invention of the client.

Advised **Motive Force Technology Ltd.**, a company dedicated to the research, development and commercialization of immersive virtual reality technology to improve education and elderly and rehabilitation services, with respect to overall patent prosecution strategies. Loeb also assisted the client with patent filings and prosecution strategies in Hong Kong and the U.S.

Advised **RaSpect Intelligence Inspection Ltd.**, an AI building inspection company, with respect to overall patent filing and prosecution strategies. Loeb filed a U.S. provisional patent with respect to a key invention of the client. The company is developing software for building inspections that improves the safety of buildings and reduces economic loss and loss of human life. Through the use of satellite data for macroscopic inspection, micro-detection by using built-in Internet of Things sensors and automatic inspection by drones, its software can effectively assess the potential risks and calculate the degrees of damage.

Advised **Rollogo Ltd.**, a luggage brand geared toward tech-savvy travelers, with respect to overall patent filings and prosecution strategies. Loeb is drafting a U.S. provisional patent application with respect to a key invention of the client.

Advised **Ecoinno (HK) Ltd.**, a technology company that focuses on developing multiple categories of products from Green Composite Material made from cellulose, a naturally occurring polymer with Ecoinno's proprietary processing facilities, in connection with its Series B financing, ESOP, nondisclosure agreements, employment agreements and general corporate matters. We also advised the client on a collaboration agreement. Loeb serves as the lead IP counsel for the client, advising the company on overall IP strategies and handling its global patent and trademark portfolio, including prosecution and opposition proceedings.

Program, 即LEAP@HK)提供相關的智慧財產權盡職調查服務, 該計畫旨在扶持選定企業的成長。樂博就專利的存續狀況、所有權和有效性、企業產品和技術的侵權風險以及其核心產品和技術的智慧財產權加強保護戰略等事項向HKSTP提供顧問服務。

就專利申請的製備和提交代理**偉詠技術拓展有限公司 (Chain Technology Development Co. Ltd.)**。偉詠為一家提供全方位智慧城市解決方案的研髮型初創企業。

就專注於細胞肉農業技術研發及力求降低細胞肉生產成本的初創企業**Avant Meats Co. Ltd.**的種子輪之前的融資交易和專利申請所涉及的智慧財產權事宜向該公司提供顧問服務。樂博也向客戶提供了專利提交及申請整體戰略方面的顧問服務, 並為客戶的一項關鍵發明申請了若干美國臨時專利。

向致力於研發用以改進教育及長者和康復服務的沉浸式虛擬實境技術及其商業化的**原動力科技有限公司 (Motive Force Technology Ltd.)**提供有關專利申請整體戰略方面的顧問服務。樂博也協助客戶制定其香港和美國的專利提交和申請戰略。

向人工智慧樓宇檢測公司**維視拍智慧檢測有限公司 (RaSpect Intelligence Inspection Ltd.)**就專利提交及申請整體戰略提供顧問服務。樂博也為該客戶的一項關鍵發明申請了一項美國臨時專利。該公司正在研發用以提高樓宇安全性及減少經濟損失和人員傷亡的樓宇檢測軟體。透過利用衛星資料進行目視檢測、利用內置物聯網感測器進行微觀探測、利用無人機進行自動檢測, 其軟體能夠有效地評估潛在風險和測算損害程度。

向鎖定技術達人型旅行者市場的行李箱品牌企業**Rollogo Ltd.**提供專利提交及申請整體戰略方面的顧問服務。樂博正為該客戶的一項關鍵發明起草美國臨時專利申請。

向**寰科創新(香港)有限公司 (Ecoinno (HK) Ltd.)**就其B輪融資、ESOP、保密協議、僱傭協議及常規公司事務提供顧問服務。該公司專注於研發以來自天然聚合物纖維素的「綠色複合材料」透過其專有的加工設備製造的多種類型的產品。樂博也就一項合作協議向客戶提供顧問服務, 並作為客戶的牽頭智慧財產權律師就整體智慧財產權戰略及處理其全球專利和商標組合提供顧問服務, 包括專利申請和異議程式。

## Litigation

Represented a **People's Republic of China (PRC) corporate investor** in connection with disputes arising from a telecommunications project in Southeast Asia in a cross-border arbitration against its joint venture partner. The disputed sum was of high value and the factual background was complex. This dispute also involved extensive arguments over legal principles and the joint venture's capacity to sue.

Represented the **shareholders and directors of a private equity firm** in defending a commercial and shareholders' dispute claim in Hong Kong High Court. The dispute involved proceedings in Hong Kong, Japan and the British Virgin Islands. Loeb developed the overall litigation strategies for the clients and coordinated legal teams in the different jurisdictions. In Hong Kong, we successfully obtained a strike out order against the plaintiffs' derivative claims with costs.

Represented a **U.S. claimant** in a multijurisdictional commercial fraud case. Loeb assisted the client in obtaining urgent injunction orders and disclosure orders against the fraudsters and banks in Hong Kong High Court. We also assisted the client in an assets tracing and recovery exercise, as well as liaised with the banks and the Hong Kong Police Force.

Represented a **PRC bank** in various asset recovery cases in Hong Kong High Court. Due to the complex nature of the loan arrangements and the misrepresentations made by the borrowers, there was also satellite civil and criminal litigation in the PRC. Loeb worked closely with the receivers of the borrowers to protect the bank's interests.

## 訴訟

代理**中國大陸一家公司投資人**就東南亞一個電信項目所產生的爭議處理針對其合資夥伴的一項涉案金額高、事實背景複雜的跨境仲裁案。該案也涉及對一些法律原則及該合資企業能否採用這些原則的廣泛爭議。

代理一家**私募股權公司的股東和董事**處理在香港高等法院提起的一項商事及股東爭議案。該爭議涉及香港、日本和英屬維爾京群島的程式。樂博為客戶制定了整體訴訟戰略並作為各法域法律團隊的協調人。我們在香港成功取得法院判決針對原告方股東代位訴訟的剔除令兼得訟費。

代理一個**美國訴求人**處理一項多法域商業造假案。樂博協助客戶取得香港高等法院判決針對造假者和銀行的緊急禁令和資產披露令。我們也在資產追蹤和追回行動中向客戶提供協助並與銀行及香港警方進行聯絡。

代理**中國大陸一家銀行**處理若干相關的香港高等法院資產追回案。由於貸款安排以及借款人所作聲明的複雜性，這些案件同時也涉及了在中國大陸進行的民事和刑事衛星訴訟。樂博與借款人的接收人緊密合作以保護該行的利益。

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